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Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application.

These changes introduce no new matter and support for such is replete throughout the specification and claims as originally filed. These changes are made without prejudice and are not to be construed as abandonment of the previously claimed subject matter or agreement with any objection or rejection or record.

Listing of Claims:

Claims 1-16 (canceled).

Claim 17 (currently amended): A compound of Formula 5

$$\begin{array}{c}
H \\
N \\
\end{array}$$

$$\begin{array}{c}
X^2 R^{27} \\
\end{array}$$

$$X^1 \longrightarrow O \\$$

wherein X^1 and X^2 are independently O or S; wherein R^{27} is $-(CR^6R^7)_q$ -Q; R^6 , R^7 , q, Q, X^1 -and X^2 -are as defined for Formula 1 and, wherein each R⁶ and R⁷ are independently H or C₁-C₄ alkyl and each q is independently 0, 1 or 2; and,

wherein

- Q is H; or C₁-C₁₂ alkyl, C₃-C₁₀ cycloalky, C₆-C₁₄ bicycloalkyl, C₃-C₁₂ alkenyl, C₃-C₁₀ cycloalkenyl, C₆-C₁₄ bicycloalkenyl or C₃-C₁₂ alkynyl, each optionally substituted with one or more R²¹; or
- Q is a 3- to 7-membered fully saturated or 5- to 7-membered partially saturated heterocyclic ring containing one or two X, provided that (a) when X is other than O or S(O)_n, then only one X may be present and (b) when two X are present in the ring, they cannot be bonded directly to each other; or

O is a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3

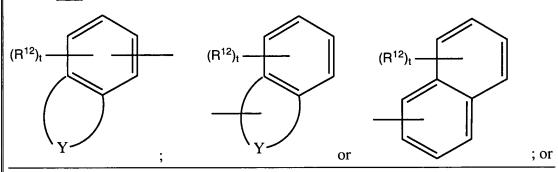
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heteroatoms independently selected from the group consisting of nitrogen, oxygen and sulfur, provided that the heterocyclic ring system contains no more than one oxygen and no more than one sulfur, and each heterocyclic ring system is optionally substituted with one or more R¹⁶; and when Q is a 5- or 6-membered aromatic heterocyclic ring system containing a nitrogen, then Q is bonded through any available carbon or nitrogen atom by replacement of a hydrogen on said carbon or nitrogen atom; or

Q is phenyl optionally substituted with one or more substituents independently selected from the group consisting of R¹⁶, phenoxy and Z; or

Q is



Q is $-C(R^{14})(=NOR^{15})$, $-C(O)R^{19}$, $-C(O)OR^{19}$, $-C(O)SR^{19}$, $-C(S)R^{19}$, $-C(S)OR^{19}$,

 $\frac{-C(S)SR^{19}, -C(O)NR^{23}R^{24}, -C(S)NR^{23}R^{24}, -OR^{19}, -NR^{19}R^{20}, -S(O)_{n}R^{19} \text{ or } \\ -S(O)_{n}NR^{19}R^{20};$

each X is -O-, -S(O)_n-, -N=, -NR¹⁰- or -Si(R¹¹)₂-;

- Y is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered carbocyclic ring optionally substituted with one or more

 C₁-C₄ alkyl groups; or
- Y is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered heterocyclic ring which contains one or two X and is

 optionally substituted with one or more R¹², provided that when said

 heterocyclic ring contains two X, then one X is other than O;

Z is phenyl or a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3

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heteroatoms independently selected from the group consisting of nitrogen, oxygen and sulfur, provided that the heterocyclic ring system contains no more than one oxygen and no more than one sulfur, and each phenyl and heterocyclic ring system is optionally substituted with one or more R¹⁶;

R¹ is C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_3 - C_6 alkenyl, C_3 - C_6 haloalkenyl, C_3 - C_6 alkynyl, C_1 - C_6 alkoxy, C_2 - C_6 alkoxyalkyl or C_2 - C_6 haloalkoxyalkyl; or R¹ is C_3 - C_7 cycloalkyl or C_3 - C_7 cycloalkenyl, each optionally substituted with one or more R⁵; or

 R^1 is phenyl optionally substituted with one or more R^{13} ; or

- R¹ is a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3

 heteroatoms independently selected from the group consisting of nitrogen,

 oxygen and sulfur, provided that the heterocyclic ring system contains no more
 than one oxygen and no more than one sulfur, and each heterocyclic ring system
 is optionally substituted with one or more R¹⁶;
- $\frac{R^2 \text{ is } C_1\text{--}C_6 \text{ alkyl, } C_1\text{--}C_6 \text{ haloalkyl, } C_3\text{--}C_7 \text{ cycloalkyl, } C_3\text{--}C_6 \text{ alkenyl, } C_3\text{--}C_6}{\text{haloalkenyl, } C_3\text{--}C_6 \text{ alkynyl, } C_3\text{--}C_6 \text{ haloalkynyl, } C_1\text{--}C_6 \text{ alkoxy, } C_2\text{--}C_6}{\text{alkoxyalkyl, } C_2\text{--}C_6 \text{ haloalkoxyalkyl or } NR^3R^4; \text{ or }}$

 R^2 is

R¹ and R² are taken together as -CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂-, -CH₂-, -CH₂CH₂-, -CH₂CH₂-, -CH₂-, -CH₂CH₂-, -CH₂-, -CH₂

- R³ is C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_3 - C_6 alkenyl, C_3 - C_6 haloalkynyl; or
- R^3 is C_3 - C_7 cycloalkyl or C_3 - C_7 cycloalkenyl, each optionally substituted with one or more R^5 ; or
- R³ is a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring containing 1 to 2 heteroatoms independently selected from the group consisting

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of nitrogen, oxygen and sulfur, and each heterocyclic ring is optionally substituted with one or more R⁵; or

- R³ is phenyl optionally substituted with one or more R²⁶ groups; or
- R¹ and R³ are taken together with the two nitrogen atoms to which they are attached to form a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring containing an optional third heteroatom selected from the group consisting of oxygen, sulfur and nitrogen, and said heterocyclic ring is optionally substituted with one or more R⁹; or
- R² and R¹³, together with the two atoms to which they are attached and the atom

 between them, form a fully saturated 5-, 6- or 7-membered carbocyclic or

 heterocyclic ring containing one oxygen, one sulfur or one or two nitrogen

 atoms, said heterocyclic ring is optionally substituted with one or more R¹²,

 provided that when said heterocyclic ring contains two nitrogen atoms, they are
 other than bonded directly to each other;

R⁴ is H or C₁-C₄ alkyl; or

- R³ and R⁴ are taken together with the nitrogen atom to which they are attached to form a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring containing an optional second heteroatom selected from the group consisting of oxygen, sulfur and nitrogen, and said heterocyclic ring is optionally substituted with 1-4 R⁹;
- each R⁵ is independently halogen, C₁-C₄ alkyl or C₁-C₄ alkoxy; or when two R⁵ are
 attached to the same carbon, then said two R⁵ groups are taken together as (=O);

R⁸ is independently C₁-C₄ alkyl, C₁-C₄ haloalkyl or C₁-C₄ alkoxy;

- each R^9 is independently C_1 - C_4 alkyl or C_1 - C_4 alkoxy; or when two R^9 are attached to the same carbon, then said two R^9 groups are taken together as (=O);
- W is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered heterocyclic ring containing one or two X, provided that (a)

 when X is other than O or S(O)_n, then only one X may be present; (b) when two

 X are present in the ring, they cannot be bonded directly to each other; and (c)

 said heterocyclic ring is bonded to the group (CR¹⁷R¹⁸)_q through other than X;

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- $\frac{R^{10} \text{ is H, C}_1\text{-C}_4 \text{ alkyl, C}_1\text{-C}_4 \text{ haloalkyl, C}_3\text{-C}_4 \text{ alkenyl, C}_3\text{-C}_4 \text{ alkynyl, C}_2\text{-C}_4}{\text{alkoxycarbonyl or C}_2\text{-C}_4 \text{ alkylcarbonyl; or R}^{10} \text{ is phenyl optionally substituted}}{\text{with C}_1\text{-C}_3 \text{ alkyl, halogen, cyano, nitro or C}_2\text{-C}_4 \text{ alkoxycarbonyl;}}$
- each R¹¹ is C₁-C₄ alkyl;
- each R^{12} is independently halogen, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_1 - C_4 alkoxy, C_1 - C_4 haloalkoxy, C_1 - C_4 alkylthio, C_1 - C_4 haloalkylthio, C_1 - C_4 alkylsulfinyl, C_1 - C_4 alkylsulfonyl or C_2 - C_4 alkoxycarbonyl;
- each R¹³ is independently halogen, C₁-C₃ alkyl, C₁-C₃ haloalkyl, C₁-C₃ alkoxy,

 C₁-C₃ haloalkoxy, C₃-C₆ alkenyloxy, C₃-C₆ alkynyloxy, C₁-C₄ alkylthio, C₁-C₄

 haloalkylthio, C₁-C₄ alkylsulfinyl, C₁-C₄ alkylsulfonyl, cyano, amino, nitro or

 C₂-C₄ alkoxycarbonyl;
- R^{14} is H, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl or C_2 - C_6 alkoxyalkyl; or
- R¹⁴ and R⁶, together with the carbon atoms to which they are bonded, form a 5- or 6membered saturated carbocyclic ring optionally substituted with one or more C₁-C₄ alkyl groups;
- R^{15} is H, C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_3 - C_4 alkenyl or C_3 - C_4 alkynyl;
- each R^{16} is independently halogen, nitro, cyano, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_3 - C_4 alkenyl, C_3 - C_4 alkynyl, OR^{22} , $NR^{23}R^{24}$ or $S(O)_nR^{19}$;
- each R^{17} and R^{18} are independently H or C_1 - C_4 alkyl;
- each R^{19} and R^{20} are independently C_1 - C_{12} alkyl, C_3 - C_8 cycloalkyl, C_3 - C_{12} alkenyl, C_3 - C_8 cycloalkenyl or C_3 - C_{12} alkynyl, each optionally substituted with one or more R^{21} ;
- $\begin{array}{c} \underline{\text{each }} R^{21} \ \text{is halogen, } \underline{\text{C}}_4\underline{-}\underline{\text{C}}_8 \ \text{trialkylsilylalkyl, } \underline{\text{CN, N0}}_2, \underline{-}\underline{\text{OR}}^{22}, \\ \underline{-}\underline{\text{NR}}^{23}R^{24}, \underline{-}\underline{\text{S(O)}}_nR^{22}, \underline{-}\underline{\text{S(O)}}_nNR^{23}R^{24}, \underline{-}\underline{\text{C(O)}}R^{22}, \underline{-}\underline{\text{C(S)}}R^{22}, \underline{-}\underline{\text{C(O)}}\underline{\text{OR}}^{22}, \\ \underline{-}\underline{\text{C(S)}}\underline{\text{OR}}^{22}, \underline{-}\underline{\text{C(S)}}\underline{\text{SR}}^{22}, \underline{-}\underline{\text{C(O)}}NR^{23}R^{24}, \underline{-}\underline{\text{CHR}}^{25}\underline{\text{COR}}^{22}, \\ \underline{-}\underline{\text{CHR}}^{25}\underline{\text{P(O)}}\underline{\text{(OR}}^{22})_2, \underline{-}\underline{\text{CHR}}^{25}\underline{\text{P(S)}}\underline{\text{(OR}}^{22})_2, \underline{-}\underline{\text{CHR}}^{25}\underline{\text{C(O)}}NR^{23}R^{24}, \\ \underline{-}\underline{\text{CHR}}^{25}\underline{\text{C(O)}}\underline{\text{NH}}_2, \underline{-}\underline{\text{CHR}}^{25}\underline{\text{CO}}_2R^{22}, \underline{\text{phenyl optionally substituted with one or more }} R^{26} \ \underline{\text{groups}}; \end{array}$
- each R²² is C₁-C₈ alkyl, C₃-C₈ cycloalkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, C₁-C₈
 haloalkyl, C₂-C₈ alkoxyalkyl, C₂-C₈ alkylthioalkyl, C₂-C₈ alkylsulfinylalkyl,

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 $\begin{array}{l} \underline{C_2-C_8} \text{ alkylsulfonylalkyl}, \ \underline{C_4-C_8} \text{ alkoxyalkoxyalkyl}, \ \underline{C_4-C_8} \text{ cycloalkylalkyl}, \ \underline{C_4-C_8} \text{ alkenoxyalkyl}, \ \underline{C_4-C_8} \text{ alkynyloxyalkyl}, \ \underline{C_6-C_8} \text{ cycloalkoxyalkyl}, \ \underline{C_4-C_8} \\ \text{alkenyloxyalkyl}, \ \underline{C_4-C_8} \text{ alkynyloxyalkyl}, \ \underline{C_3-C_8} \text{ haloalkoxyalkyl}, \ \underline{C_4-C_8} \\ \text{haloalkenoxyalkyl}, \ \underline{C_4-C_8} \text{ haloalkynyloxyalkyl}, \ \underline{C_6-C_8} \text{ cycloalkylthioalkyl}, \ \underline{C_4-C_8} \\ \text{alkenylthioalkyl}, \ \underline{C_4-C_8} \text{ alkynylthioalkyl}, \ \underline{C_1-C_4} \text{ alkyl substituted with phenoxy or benzyloxy, each ring optionally substituted with halogen, \ \underline{C_1-C_3} \\ \text{alkyl or } \underline{C_1-C_3} \text{ haloalkyl}, \ \underline{C_4-C_8} \text{ trialkylsilylalkyl}, \ \underline{C_3-C_8} \text{ cyanoalkyl}, \ \underline{C_3-C_8} \\ \text{halocycloalkyl}, \ \underline{C_3-C_8} \text{ haloalkenyl}, \ \underline{C_5-C_8} \text{ alkoxyalkenyl}, \ \underline{C_5-C_8} \\ \text{alkoxyalkenyl}, \ \underline{C_5-C_8} \text{ alkylthioalkenyl}, \ \underline{C_3-C_8} \text{ alkylthioalkynyl}, \ \underline{C_5-C_8} \\ \text{alkoxyalkynyl}, \ \underline{C_5-C_8} \text{ alkoxyalkynyl}, \ \underline{C_5-C_8} \text{ alkylthioalkynyl}, \ \underline{C_5-C_8} \text{ alkylthioalkynyl}, \ \underline{C_5-C_8} \\ \text{alkoxyalkynyl}, \ \underline{C_5-C_8} \text{ alkoxy carbonyl}, \text{ phenyl optionally substituted with halogen}, \ \underline{C_1-C_2} \text{ haloalkyl} \text{ and } \ \underline{C_1-C_2} \text{ haloalkoxy} \text{ or benzyl optionally substituted with halogen}, \ \underline{C_1-C_3} \text{ alkyl and } \ \underline{C_1-C_3} \text{ haloalkyl}; \ \end{array}$

each R²³ is H or C₁-C₄ alkyl;

each R²⁴ is C₁-C₄ alkyl or phenyl optionally substituted with one or more R²⁶ groups;

R²³ and R²⁴ may be taken together as -(CH₂)₅-, -(CH₂)₄- or -CH₂CH₂OCH₂CH₂-,

each ring optionally substituted with C₁-C₃ alkyl, phenyl or benzyl;

each R²⁵ is H or C₁-C₄ alkyl;

each R²⁶ is C₁-C₃ alkyl, C₁-C₃ haloalkyl, C₁-C₃ alkoxy, C₁-C₃ haloalkoxy, C₁-C₃

alkylthio, C₂-C₅ alkylcarbonyl, C₂-C₅ alkoxycarbonyl, halogen, amino, cyano or nitro;

 R^{28} is H or C_1 - C_4 alkyl;

 X^3 is O, S or NR^{28} ;

m is 0, 1, 2, 3 or 4;

each n is independently 0, 1 or 2;

p is 0 or 1;

t is 0, 1 or 2;

provided that when Q is unsubstituted phenyl, X^1 , X^2 and X^3 are O, q is 0 and R^2 is methyl, then R^1 is other than methyl;

provided that when q is 0, and X¹, X² and X³ are O, and R¹ and R² are CH₃, then

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O is other than ethyl; and,

provided that when X^1 and X^2 are O and q is 0, then O is other than unsubstituted benzyl.

Claim 18 (currently amended): A compound of Formula 8 or Formula 20

wherein R⁶, R⁷, q, Q and X² are as defined above for Formula 1; wherein X² is independently O or S;

wherein each R⁶ and R⁷ are independently H or C₁-C₄ alkyl and each q is independently 0, 1 or 2; and,

wherein

- Q is H; or C₁-C₁₂ alkyl, C₃-C₁₀ cycloalky, C₆-C₁₄ bicycloalkyl, C₃-C₁₂ alkenyl, C₃-C₁₀ cycloalkenyl, C₆-C₁₄ bicycloalkenyl or C₃-C₁₂ alkynyl, each optionally substituted with one or more R²¹; or
- O is a 3- to 7-membered fully saturated or 5- to 7-membered partially saturated heterocyclic ring containing one or two X, provided that (a) when X is other than O or S(O)_n, then only one X may be present and (b) when two X are present in the ring, they cannot be bonded directly to each other; or
- O is a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3 heteroatoms independently selected from the group consisting of nitrogen, oxygen and sulfur, provided that the heterocyclic ring system contains no more than one oxygen and no more than one sulfur, and each heterocyclic ring system is optionally substituted with one or more R¹⁶; and when Q is a 5- or 6membered aromatic heterocyclic ring system containing a nitrogen, then Q is bonded through any available carbon or nitrogen atom by replacement of a

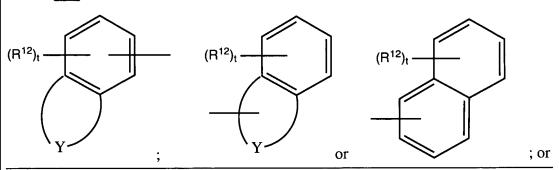
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hydrogen on said carbon or nitrogen atom; or

Q is phenyl optionally substituted with one or more substituents independently selected from the group consisting of R¹⁶, phenoxy and Z; or

Q is



Q is $-C(R^{14})(=NOR^{15})$, $-C(O)R^{19}$, $-C(O)OR^{19}$, $-C(O)SR^{19}$, $-C(S)OR^{19}$,

 $-C(S)SR^{19}$, $-C(O)NR^{23}R^{24}$, $-C(S)NR^{23}R^{24}$, $-OR^{19}$, $-NR^{19}R^{20}$, $-S(O)_nR^{19}$ or $-S(O)_nNR^{19}R^{20}$;

each X is -O-, -S(O)_n-, -N=, -NR¹⁰- or -Si(R¹¹)₂-;

- Y is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered carbocyclic ring optionally substituted with one or more

 C₁-C₄ alkyl groups; or
- Y is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered heterocyclic ring which contains one or two X and is

 optionally substituted with one or more R¹², provided that when said

 heterocyclic ring contains two X, then one X is other than O;
- Z is phenyl or a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3

 heteroatoms independently selected from the group consisting of nitrogen,
 oxygen and sulfur, provided that the heterocyclic ring system contains no more
 than one oxygen and no more than one sulfur, and each phenyl and heterocyclic
 ring system is optionally substituted with one or more R¹⁶;
- R¹ is C_1 - C_6 alkyl, C_1 - C_6 haloalkyl, C_3 - C_6 alkenyl, C_3 - C_6 haloalkynyl, C_1 - C_6 alkoxy, C_2 - C_6 alkoxyalkyl or C_2 - C_6 haloalkoxyalkyl;

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or R^1 is C_3 - C_7 cycloalkyl or C_3 - C_7 cycloalkenyl, each optionally substituted with one or more R^5 ; or

R¹ is phenyl optionally substituted with one or more R¹³; or

- R¹ is a 5- or 6-membered aromatic heterocyclic ring system containing 1 to 3

 heteroatoms independently selected from the group consisting of nitrogen,

 oxygen and sulfur, provided that the heterocyclic ring system contains no more
 than one oxygen and no more than one sulfur, and each heterocyclic ring system
 is optionally substituted with one or more R¹⁶;
- $$\begin{split} &R^2 \text{ is } C_1\text{-}C_6 \text{ alkyl, } C_1\text{-}C_6 \text{ haloalkyl, } C_3\text{-}C_7 \text{ cycloalkyl, } C_3\text{-}C_6 \text{ alkenyl, } C_3\text{-}C_6 \\ & \underline{\text{haloalkenyl, } C_3\text{-}C_6 \text{ alkynyl, } C_3\text{-}C_6 \text{ haloalkynyl, } C_1\text{-}C_6 \text{ alkoxy, } C_2\text{-}C_6} \\ & \underline{\text{alkoxyalkyl, } C_2\text{-}C_6 \text{ haloalkoxyalkyl or } NR^3R^4; \text{ or}} \end{split}$$

 R^2 is

$$\underbrace{\hspace{1cm} (CR^{17}R^{18})_q - \underbrace{\hspace{1cm} W}_{(R^8)_m; \text{ or }}$$

- R¹ and R² are taken together as -CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH₂CH₂-, -CH₂-, -CH₂CH₂-, -CH₂CH₂-, -CH₂-, -CH
- $\frac{R^3 \text{ is } C_1\text{--}C_6 \text{ alkyl}, C_1\text{--}C_6 \text{ haloalkyl}, C_3\text{--}C_6 \text{ alkenyl}, C_3\text{--}C_6 \text{ haloalkenyl}, C_3\text{--}C_6 \text{ alkynyl},}{C_3\text{--}C_6 \text{ haloalkynyl}; \text{ or}}$
- R^3 is C_3 - C_7 cycloalkyl or C_3 - C_7 cycloalkenyl, each optionally substituted with one or more R^5 ; or
- R³ is a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring

 containing 1 to 2 heteroatoms independently selected from the group consisting

 of nitrogen, oxygen and sulfur, and each heterocyclic ring is optionally

 substituted with one or more R⁵; or
- R³ is phenyl optionally substituted with one or more R²⁶ groups; or
- R¹ and R³ are taken together with the two nitrogen atoms to which they are attached to

 form a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring

 containing an optional third heteroatom selected from the group consisting of

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oxygen, sulfur and nitrogen, and said heterocyclic ring is optionally substituted with one or more R^9 ; or

R² and R¹³, together with the two atoms to which they are attached and the atom

between them, form a fully saturated 5-, 6- or 7-membered carbocyclic or

heterocyclic ring containing one oxygen, one sulfur or one or two nitrogen

atoms, said heterocyclic ring is optionally substituted with one or more R¹²,

provided that when said heterocyclic ring contains two nitrogen atoms, they are
other than bonded directly to each other;

R⁴ is H or C₁-C₄ alkyl; or

- R³ and R⁴ are taken together with the nitrogen atom to which they are attached to form a saturated or partially saturated 5-, 6- or 7-membered heterocyclic ring containing an optional second heteroatom selected from the group consisting of oxygen, sulfur and nitrogen, and said heterocyclic ring is optionally substituted with 1-4 R⁹;
- each R⁵ is independently halogen, C₁-C₄ alkyl or C₁-C₄ alkoxy; or when two R⁵ are

 attached to the same carbon, then said two R⁵ groups are taken together as (=O);

 R⁸ is independently C₁-C₄ alkyl, C₁-C₄ haloalkyl or C₁-C₄ alkoxy;
- each R^9 is independently C_1 - C_4 alkyl or C_1 - C_4 alkoxy; or when two R^9 are attached to the same carbon, then said two R^9 groups are taken together as (=O);
- W is, together with the carbons to which it is attached, a fully or partially saturated 5-,

 6- or 7-membered heterocyclic ring containing one or two X, provided that (a)

 when X is other than O or S(O)_n, then only one X may be present; (b) when two

 X are present in the ring, they cannot be bonded directly to each other; and (c)

 said heterocyclic ring is bonded to the group (CR¹⁷R¹⁸)_q through other than X;
- R¹⁰ is H, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₄ alkenyl, C₃-C₄ alkynyl, C₂-C₄

 alkoxycarbonyl or C₂-C₄ alkylcarbonyl; or R¹⁰ is phenyl optionally substituted with C₁-C₃ alkyl, halogen, cyano, nitro or C₂-C₄ alkoxycarbonyl;

each R¹¹ is C₁-C₄ alkyl;

each R^{12} is independently halogen, C_1 - C_4 alkyl, C_1 - C_4 haloalkyl, C_1 - C_4 alkoxy, C_1 - C_4 haloalkoxy, C_1 - C_4 alkylthio, C_1 - C_4 haloalkylthio, C_1 - C_4 alkylsulfinyl,

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C₁-C₄ alkylsulfonyl or C₂-C₄ alkoxycarbonyl;

- each R^{13} is independently halogen, C_1 - C_3 alkyl, C_1 - C_3 haloalkyl, C_1 - C_3 alkoxy, $\underline{C_1}-\underline{C_3} \text{ haloalkoxy, } \underline{C_3}-\underline{C_6} \text{ alkenyloxy, } \underline{C_3}-\underline{C_6} \text{ alkynyloxy, } \underline{C_1}-\underline{C_4} \text{ alkylthio, } \underline{C_1}-\underline{C_4} \text{ alkylsulfinyl, } \underline{C_1}-\underline{C_4} \text{ alkylsulfonyl, cyano, amino, nitro or } \underline{C_2}-\underline{C_4} \text{ alkoxycarbonyl;}$
- R¹⁴ is H, C₁-C₆ alkyl, C₁-C₆ haloalkyl or C₂-C₆ alkoxyalkyl; or
- R¹⁴ and R⁶, together with the carbon atoms to which they are bonded, form a 5- or 6membered saturated carbocyclic ring optionally substituted with one or more C₁-C₄ alkyl groups;
- R¹⁵ is H, C₁-C₆ alkyl, C₁-C₆ haloalkyl, C₃-C₄ alkenyl or C₃-C₄ alkynyl;
- each R¹⁶ is independently halogen, nitro, cyano, C₁-C₄ alkyl, C₁-C₄ haloalkyl, C₃-C₄ alkenyl, C₃-C₄ alkynyl, OR²², NR²³R²⁴ or S(O)_nR¹⁹;
- each R^{17} and R^{18} are independently H or C_1 - C_4 alkyl;
- each R^{19} and R^{20} are independently C_1 - C_{12} alkyl, C_3 - C_8 cycloalkyl, C_3 - C_{12} alkenyl, C_3 - C_8 cycloalkenyl or C_3 - C_{12} alkynyl, each optionally substituted with one or more R^{21} ;
- $\begin{array}{c} \underline{\text{each }} R^{21} \ \text{is halogen, } \underline{\text{C}}_4 \underline{\text{C}}_8 \ \text{trialkylsilylalkyl, } \underline{\text{CN, N0}}_2, -\underline{\text{OR}}^{22}, \\ \underline{-\text{NR}}^{23} R^{24}, -\underline{\text{S(O)}}_n R^{22}, -\underline{\text{S(O)}}_n NR^{23} R^{24}, -\underline{\text{C(O)}} R^{22}, -\underline{\text{C(S)}} R^{22}, -\underline{\text{C(O)}} OR^{22}, \\ \underline{-\text{C(S)}} \underline{\text{OR}}^{22}, -\underline{\text{C(S)}} \underline{\text{SR}}^{22}, -\underline{\text{C(O)}} NR^{23} R^{24}, -\underline{\text{C(S)}} NR^{23} R^{24}, -\underline{\text{CHR}}^{25} \underline{\text{COR}}^{22}, \\ \underline{-\text{CHR}}^{25} \underline{\text{P(O)}} \underline{\text{(OR}}^{22})_2, -\underline{\text{CHR}}^{25} \underline{\text{P(S)}} \underline{\text{(OR}}^{22})_2, -\underline{\text{CHR}}^{25} \underline{\text{C(O)}} NR^{23} R^{24}, \\ \underline{-\text{CHR}}^{25} \underline{\text{C(O)}} \underline{\text{NH}}_2, -\underline{\text{CHR}}^{25} \underline{\text{CO}}_2 R^{22}, \text{ phenyl optionally substituted with one or more } R^{26} \underline{\text{groups}}; \\ \underline{\text{more }} R^{26} \underline{\text{groups or benzyl optionally substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}} \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substituted with one or more }} R^{26} \underline{\text{groups}}; \\ \underline{\text{Substi$
- each R^{22} is C_1 - C_8 alkyl, C_3 - C_8 cycloalkyl, C_3 - C_8 alkenyl, C_3 - C_8 alkynyl, C_1 - C_8 haloalkyl, C_2 - C_8 alkoxyalkyl, C_2 - C_8 alkylsulfinylalkyl, C_2 - C_8 alkylsulfonylalkyl, C_4 - C_8 alkoxyalkoxyalkyl, C_4 - C_8 cycloalkylalkyl, C_4 - C_8 alkenoxyalkyl, C_4 - C_8 alkynyloxyalkyl, C_6 - C_8 cycloalkoxyalkyl, C_4 - C_8 alkenyloxyalkyl, C_4 - C_8 alkynyloxyalkyl, C_3 - C_8 haloalkoxyalkyl, C_4 - C_8 haloalkoxyalkyl, C_4 - C_8 haloalkynyloxyalkyl, C_6 - C_8 cycloalkylthioalkyl, C_4 - C_8 alkenylthioalkyl, C_4 - C_8 alkynylthioalkyl, C_1 - C_4 alkyl substituted with phenoxy or benzyloxy, each ring optionally substituted with halogen, C_1 - C_3

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alkyl or C_1 - C_3 haloalkyl, C_4 - C_8 trialkylsilylalkyl, C_3 - C_8 cyanoalkyl, C_3 - C_8 haloalkyl, C_3 - C_8 haloalkenyl, C_5 - C_8 alkoxyalkenyl, C_5 - C_8 haloalkoxyalkenyl, C_5 - C_8 alkylthioalkenyl, C_5 - C_8 haloalkoxyalkynyl, C_5 - C_8 haloalkoxyalkynyl, C_5 - C_8 haloalkoxyalkynyl, C_5 - C_8 alkylthioalkynyl, C_2 - C_8 alkylcarbonyl, C_2 - C_8 alkoxy carbonyl, phenyl optionally substituted with halogen, C_1 - C_2 haloalkyl and C_1 - C_2 haloalkoxy or benzyl optionally substituted with halogen, C_1 - C_3 alkyl and C_1 - C_3 haloalkyl;

each R²³ is H or C₁-C₄ alkyl;

each R^{24} is C_1 - C_4 alkyl or phenyl optionally substituted with one or more R^{26} groups; R^{23} and R^{24} may be taken together as - $(CH_2)_5$ -, - $(CH_2)_4$ - or - $CH_2CH_2OCH_2CH_2$ -, each ring optionally substituted with C_1 - C_3 alkyl, phenyl or benzyl;

each R^{25} is H or C_1 - C_4 alkyl;

each R^{26} is C_1 - C_3 alkyl, C_1 - C_3 haloalkyl, C_1 - C_3 alkoxy, C_1 - C_3 haloalkoxy, C_1 - C_3 alkylthio, C_2 - C_5 alkylcarbonyl, C_2 - C_5 alkoxycarbonyl, halogen, amino, cyano or nitro;

 R^{28} is H or C_1 - C_4 alkyl;

 X^3 is O, S or NR^{28} ;

m is 0, 1, 2, 3 or 4;

each n is independently 0, 1 or 2;

p is 0 or 1;

t is 0, 1 or 2;

provided that when Q is unsubstituted phenyl, X^1 , X^2 and X^3 are O, q is 0 and R^2 is methyl, then R^1 is other than methyl;

provided that when q is 0, and X^1 , X^2 and X^3 are O, and R^1 and R^2 are CH_3 , then Q is other than ethyl; and,

 X^1 is O; provided that when X^1 and X^2 are O and q is 0, then Q is other than unsubstitued benzyl.

Claims 19-27 (canceled).